

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of New Jersey
(State)

Case number (if known): _____ Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/24

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. **Debtor's name** CCA Construction, Inc.

2. **All other names debtor used in the last 8 years** China Construction America, Inc.
d.b.a. ProServ Shared Services
d.b.a. Plaza Construction
Include any assumed names, trade names, and *doing business* as names

3. **Debtor's federal Employer Identification Number (EIN)** 1 3 - 3 7 7 4 8 6 2

4. **Debtor's address**

Principal place of business		Mailing address, if different from principal place of business
<u>445 South Street, Suite 310</u>		_____
Number	Street	Number Street
_____		P.O. Box
<u>Morristown</u>	<u>NJ</u>	<u>07960</u>
City	State	ZIP Code
<u>Morris</u>		Location of principal assets, if different from principal place of business
County		_____
		Number Street

		City State ZIP Code

5. **Debtor's website (URL)** www.chinaconstruction.us

Debtor CCA Construction, Inc. Name	Case number (if known)
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6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business

A. Check one:

☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

2 3 6 2 **Nonresidential Building Construction**

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:

☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725 (amount subject to adjustment on 4/01/25 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No
☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

Debtor CCA Construction, Inc. Case number (if known) _____
Name

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☒ No

☐ Yes. Debtor _____ Relationship _____

District _____ When _____

MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

☒ Funds will be available for distribution to unsecured creditors.

☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

☒ 1-49

☐ 50-99

☐ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5,001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

Debtor CCA Construction, Inc. Case number (if known) _____
Name

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/22/2024
MM / DD / YYYY

X

/s/ Yan Wei

Signature of authorized representative of debtor

Title Chairman and Chief Executive Officer

Yan Wei

Printed name

18. Signature of attorney

X

/s/ Michael D. Sirota

Signature of attorney for debtor

Date

12/22/2024

MM / DD / YYYY

Michael D. Sirota

Printed name

Cole Schotz P.C.

Firm name

Court Plaza North, 25 Main Street

Number Street

Hackensack

City

NJ

State

07601

ZIP Code

(201) 525-6262

Contact phone

msirota@coleshotz.com

Email address

014321986

Bar number

NJ

State

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY**

In re:

CCA Construction, Inc.,¹

Debtor.

Chapter 11

Case No. 24-_____ (___)

LIST OF EQUITY SECURITY HOLDERS

The following is a list of the above-captioned debtor's equity security holders. This list has been prepared in accordance with Fed. R. Bankr. P. 1007(a)(3) for filing in this chapter 11 case.

Holder Name	Mailing Address of Holder	Percentage of Interests Held
CSCEC Holding Company, Inc.	445 South Street, Suite 310 Morristown, NJ 07960	100%

¹ The last four digits of the Debtor's federal tax identification number are 4862. The Debtor's service address for the purposes of this chapter 11 case is 445 South Street, Suite 310, Morristown, NJ 07960.

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY**

In re:

CCA Construction, Inc.,¹

Debtor.

Chapter 11

Case No. 24-____ ()

CORPORATE OWNERSHIP STATEMENT

The following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the Debtor's equity interests. This list has been prepared in accordance with Fed. R. Bank. P. 1007(a)(1) and Fed. R. Bankr. P. 7007.1 for filing in this chapter 11 case.

Holder Name	Percentage of Equity Interests Held
CSCEC Holding Company, Inc.	100%

¹ The last four digits of the Debtor's federal tax identification number are 4862. The Debtor's service address for the purposes of this chapter 11 case is 445 South Street, Suite 310, Morristown, NJ 07960.

Fill in this information to identify the case and this filing:

Debtor Name: CCA Construction, Inc.

United States Bankruptcy Court for the District of New jersey

Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration: Corporate Ownership Statement and List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/22/2024
MM / DD / YYYY

X /s/ Yan Wei

Signature of individual signing on behalf of debtor

Yan Wei

Printed name

Chairman and Chief Executive Officer

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name CCA Construction, Inc.
 United States Bankruptcy Court for the: _____ District of New Jersey
 (State)
 Case number (If known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	BML Properties, Ltd Susman Godfrey LLP One Manhattan West, 50th Floor New York, NY 10001	Bill Carmody Tel: (212) 336-8330 Fax: (212) 336-8340 bcarmody@susmangodfrey.com	Litigation	Contingent Unliquidated Disputed			\$1,642,598,493
2	Marina Pointe East Developer, LLC Paskert Diver Thompson 100 North Tampa Street, Suite 3700 Tampa, FL 33602	Ty G. Thompson Tel: (813) 229-3500 tthompson@pdtlegal.com mlewis@pdtlegal.com rgraham@pdtlegal.com	Litigation	Contingent Unliquidated Disputed			Unliquidated
3	Swiss Re Corporate Solutions 1450 American Lane, Suite 1100 Schaumburg, IL 60173	Lanlan Chen Tel: (908) 283-1849 Lanlan.chen@wtw.com	Surety Bond	Contingent Unliquidated			Unliquidated
4	Euler Hermes North America Insurance Company 800 Red Brook Boulevard Owings Mills, MD	Lanlan Chen Tel: (908) 283-1849 Lanlan.chen@wtw.com	Surety Bond	Contingent Unliquidated			Unliquidated
5	American International Companies Principal Bond Office 175 Water Street New York, NY 10038	Lanlan Chen Tel: (908) 283-1849 Lanlan.chen@wtw.com	Surety Bond	Contingent Unliquidated			Unliquidated
6	Crum & Forster A Fairfax Company Surety Department 305 Madison Avenue Morristown, NJ 07960	Lanlan Chen Tel: (908) 283-1849 Lanlan.chen@wtw.com	Surety Bond	Contingent Unliquidated			Unliquidated
7	Socotec Advisory LLC 2500 Northwinds Parkway Suite 400 Alpharetta, GA 30009	advisorybilling@socotec.us	Professional Services				\$486,917
8	USI Insurance Services 180 Park Avenue, 1st Floor Florham Park, NJ 07932	Amy Silverman Tel: (973) 315-0471 Fax: (866) 943-4039	Professionals Services				\$305,482

Debtor CCA Construction, Inc.
Name

Case number (if known)

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Analysis Group, Inc. 111 Hunting Avenue 14th Floor Boston, MA 02199	Tel: (617) 425-8000 Fax: (617) 425-8001	Professionals Services	Disputed			\$190,101
10	FTI Consulting, Inc. 16701 Melford Blvd. Suite 200 Bowie, MD 20715	kern.nandan@fticonsulting.com	Professionals Services				\$137,807
11	Pillsbury Winthrop Shaw Pittman LLP 31 West 52nd Street New York, NY 10019-6131	geoffrey.sant@pillsburylaw.com Tel: (212) 858-1000 Fax: (212) 858-1500	Professionals Services				\$118,349
12	Squire Patton Boggs 1000 Key Tower 127 Public Square Cleveland, OH 4114	michael.curto@squirepb.com Tel: (202) 457-6000	Professionals Services				\$40,922
13	Counsel Press, Inc. 10 East 40th Street New York, NY 10016	bwhite@counselpress.com Fax: (718) 696-0612	Professionals Services				\$36,000
14	Graphite Engineering LTD. Baycourt Law Chambers 15 Cumberland & Duke Street Nassau, Bahamas	cfrancis@baycourtlaw.com Fax: (242) 323-8036	Professionals Services				\$14,438
15	LYTTC, Inc. 370 North Avenue Dunellen, NJ 08812	judgyhugh12@gmail.com	Trade Debt				\$3,835
16	Thomas Reuters PO Box 6292 Carol Stream, IL 60197	vikki.murphy@thomsonreuters.com	Contracts & Leases				\$2,263
17	Quill Corporation PO Box 37600 Philadelphia, PA 19101	orders@quill.com	Trade Debt				\$2,093
18	CSC PO Box 7410023 Chicago, IL 60674-5023	natasha.evans@cscglobal.com	Trade Debt				\$2,009
19	Kelly Mac Interiorscapes Inc. 26 Sky Manor Road Pittstown, NJ 08867	tammi@kellymacplants.com	Contracts & Leases				\$512
20	Quench USA, Inc. P.O. Box 735777 Dallas, TX 75373	collections@quenconline	Trade Debt				\$312

**WRITTEN CONSENT
OF THE SPECIAL COMMITTEE
OF
CCA CONSTRUCTION, INC.**

Dated: December 22, 2024

Pursuant to the authority granted to it under the resolutions of the sole stockholder of CCA CONSTRUCTION, INC., a Delaware corporation (the “Company”), dated November 2, 2024, authorizing the formation of a special committee of the Company’s Board of Directors (the “Special Committee”), the undersigned, being the sole member of the Special Committee, does hereby declare that said actions shall be effective as of the date hereof:

WHEREAS, in accordance with Section VI of the Board of Directors Governance Policy, dated as of April 25, 2016, the sole stockholder of the Company delegated and transferred to the Special Committee the requisite power and authority to review, analyze, recommend, approve, and execute restructuring alternatives should other members of the Board of Directors (the “Board”) of the Company recuse themselves;

WHEREAS, the other members of the Board have recused themselves from any evaluation or approval of the currently available restructuring and financing alternatives and the Special Committee therefore constitutes a quorum of the Board, with requisite power and authority to evaluate and approve any restructuring alternative;

WHEREAS, the Special Committee has reviewed the materials presented by the management and the advisors of the Company regarding the liabilities and liquidity situation of the Company, the restructuring alternatives available to it and the impact of the foregoing on the Company’s businesses, and available alternatives for financing of the Company;

WHEREAS, the Special Committee has had the opportunity to consult with the management and the advisors of the Company and fully consider each of the restructuring and financing alternatives available to the Company;

WHEREAS, the Special Committee has determined that it is desirable and in the best interests of the Company and its creditors that a petition be filed by the Company seeking relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”).

BE IT

Chapter 11 Petition

RESOLVED, that in the judgment of the Special Committee, it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code with the Bankruptcy Court; and

RESOLVED, that each of the officers of the Company (the “Authorized Officers”), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s business and any and all action that they deem necessary or proper in connection with the Company’s chapter 11 case;

Debtor-in-Possession Financing

RESOLVED, that in connection with the commencement of the chapter 11 case, the Authorized Officers be, and hereby are, authorized, empowered and directed, in the name and on behalf of the Company to negotiate, execute and deliver the Debtor-in-Possession Credit Agreement, dated on or about December 23, 2024 (as may be amended, restated, or supplemented, the “DIP Credit Agreement”) by and among the Company and CSCEC Holding Company, Inc. in the aggregate amount of \$40 million with the execution and the performance by the Company of its obligations thereunder and the transactions contemplated thereby to be desirable, advisable and in the best interests of the Company;

RESOLVED, that the Authorized Officers may take such additional action and to execute and deliver each other agreement, instrument or document to be executed and delivered, in the name and on behalf of the Company, pursuant thereto or in connection with the DIP Credit Agreement, all with such changes therein and additions thereto as any Authorized Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

Retention of Professionals

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Debevoise & Plimpton LLP as general bankruptcy counsel to represent and assist the Company in connection with any case commenced by the Company under the

Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Cole Schotz P.C. as bankruptcy co-counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of BDO Consulting Group, LLC as financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Kurtzman Carson Consultants, LLC dba Verita Global ("Verita") as administrative advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations, and to retain Verita as claims and noticing agent in accordance with 28 U.S.C. § 156(c);

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to execute appropriate retention agreements, pay appropriate retainers and cause to be filed appropriate applications for authority to retain the services of the foregoing professionals as necessary;

Further Actions and Prior Actions

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein;

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and

on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified; and

RESOLVED, that this written action of the Special Committee may be executed in counterparts, each of which shall be deemed to be an original and all of which shall together constitute but one and the same instrument, and that a copy of this written action of the Special Committee shall be filed with the minutes of the proceedings of the board of directors of the Company.

IN WITNESS WHEREOF, the undersigned, being the sole member of the Special Committee of CCA CONSTRUCTION, INC, has duly executed this Written Consent to be effective as of the date written above.

By: 

Name: Elizabeth Abrams
Title: Special Committee Member